

Exhibit A

**ORGANIZATIONAL
WRITTEN ACTION OF INCORPORATOR,
FIRST BOARD OF DIRECTORS
AND SHAREHOLDERS OF
SLEEP PRODUCTS D2C, INC.**

The undersigned, being the incorporator of Sleep Products D2C, Inc., a Florida corporation (the "Corporation"), hereby takes the following written actions in lieu of holding a meeting to consider and act upon the same, as authorized by Sections 607.0205, .0821 and .0701, Florida Statutes.

1. Articles of Incorporation: The Corporation's Articles of Incorporation were duly filed in the office of the Florida Department of State on June 28, 2013. The filing fees associated with the Articles were \$70.00 and full payment was paid via submission on the internet.
2. Date of Activation: Pursuant to the Corporation's Articles of Incorporation, the Corporation was activated as of June 28, 2013.
3. Appointment of the First Board of Directors: The Corporation's incorporator has fixed the number of directors who are to serve the Corporation for the ensuing year until the next quarterly meeting of shareholders, or until their successors are duly elected and seated, at four, and has duly nominated and elected the following named individuals:
 - Charles Odom
 - Christopher Phillips
 - Larry Krim
 - Natalie Collins
4. Assignment of Subscription Rights: The Corporation's incorporator has submitted to the Corporation an executed assignment of all rights to subscribe to the capital stock of the Corporation in favor of:

Charles Odom
Dalmari, Inc.
Alison Garrison
Gary Garrison
Philip Krim
Larry Krim

which subscription assignment is in the proper form and is acceptable to the Board.

5. Offer by Assignees: The Corporation has received from the assigned of the incorporator's subscription rights the following offer to purchase shares

<u>Prospective Purchaser</u>	<u># of Shares Sought to be Acquired</u>	<u>Consideration</u>
Chuck Odom	6,000,000	
Dalmari, Inc.	2,000,000	
Gary Garrison	500,000	
Alison Garrison	500,000	
Larry Krim	500,000	
Philip Krim	500,000	

And the Board of Directors has accepted each such offer; has received the consideration offered by the prospective purchasers; has directed that, when available, an appropriate share certificate be issued in favor of the purchasers to reflect ownership of the shares so purchased; and has acknowledged that the purchasers constitute shareholders of the Corporation and are entitled to join in the written action hereinafter set forth.

6. Bylaws: A draft of a code of Bylaws, in the form attached to this written action has been duly reviewed in its entirety by the Corporation's shareholders and directors who have by proper action, herein confirmed, adopted such draft as the official bylaws of the Corporation.
7. Officers: The following individuals are hereby elected to the corporate offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Christopher Phillips	CEO
Larry Krim	President
Jeanie Krim	Sr. Vice President
Natalie Collins	Secretary, Treasurer

8. Banking Arrangements: Chase Bank is hereby designated as a depository of this Corporation, and funds deposited within any branch office of the bank may be withdrawn upon the presentation of a check, draft, note or other document of the Corporation approved by the bank, executed by either of the following individuals:

Charles Odom
Christopher Phillips

Further, the resolution required by the bank to effect the foregoing arrangement, a copy of which the Secretary shall attach to this written action, is hereby adopted as the action of this Board of Directors of the Corporation.

9. Corporate Seal Stock Certificate: The corporate seal and specimen stock certificate of the Corporation were approved and are attached hereto.
10. Registered Office and Agent: The registered office and registered agent of the Corporation, initially fixed by the terms of the Corporation's Articles of Incorporation, shall be retained pending further action by this Board of Directors.
11. Organizational Expenses: The appropriate officers of the Corporation are authorized to pay all organizational fees and expenses of the Corporation and to reimburse any person who has paid such fees and expenses on behalf of the Corporation.

Date: July 1, 2013

Charles A. Odom, Director

Larry Krim, Director

Christopher Phillips, Director

Natalie P. Collins, Director